



ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

[Signature]

United States Bankruptcy Judge

Signed May 26, 2010

THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION

In Re:	§	
Caprock Wine Company LLC,	§	Case No. 09-50576-rlj11
Caprock Real Estate Holdings, L.L.C.,	§	Case No. 09-50577-rlj11
<i>Debtors.</i>	§	Jointly Administered under Case No. 09-50576-rlj11

**ORDER AUTHORIZING SALE OF ALL ASSETS BY AUCTION FREE AND CLEAR OF ALL
LIENS, CLAIMS AND ENCUMBRANCES**

ON THIS DAY came to be considered the Motion for Authority to Sell All Assets by Auction Free and Clear of all Liens, Claims and Encumbrances ("Sale Motion") filed by Max Tarbox, Chapter 11 Trustee of the above-referenced bankruptcy proceeding ("Trustee"), seeking to sell all property of the estate described as follows.

The real property consists of an event center and an attached winery, including fixtures, at 408 E Woodrow Road, Lubbock, Texas located on 10 acres of land having the property description of Block 20, Section 25, Abstract 413, Tract 4A, Lubbock County, Texas.

The personal property includes the events center furniture and articles, wine tanks, wine making equipment, approximately 35,000 plus gallons of inventory consisting of case wine and bulk wine, two fork lifts, and landscape maintenance equipment.

The Court finds that proper notice was given to all creditors and parties in interest, and that no objections were filed. The Court having been further informed that the Trustee will conduct an auction of all of the assets described herein and in the Trustee's Motion in July, 2010 and will also file a Report of Sale with the results of such auction. The Court is of the opinion that the sale of the described assets is in the best interest of the estate; it is

THEREFORE ORDERED, ADJUDGED, AND DECREED that the Trustee is hereby authorized to sell all of the assets described above by auction as set out in the Trustee's Motion for Authority to Sell All Assets Free and Clear of all Liens, Claims and Encumbrances.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Trustee is hereby authorized to sell all the assets described above by auction as set out in the Trustee's Motion free and clear of all liens, claims and encumbrances, and all valid liens, claims and encumbrances, if any, shall attach to the proceeds of sale of the subject property in order of priority, subject to all allowed administrative expenses and claims as more specifically set forth in the Trustee's Motion for Authority to Sell All Assets Free and Clear of all Liens, Claims and Encumbrances with All Liens, Claims and Encumbrances to Attach to the Proceeds.

End of Order